

CONGRESS ACQUISITION CORP.

Action Taken by Unanimous Written
Consent of the Board of Directors

The undersigned Directors of Congress Acquisition Corp., a Maryland corporation (the "Corporation"), acting without a meeting pursuant to Section 2-408 (c) of the Corporations and Associations Articles of the Annotated Code of Maryland, hereby take the following actions by unanimous consent as of the date set forth below:

RESOLVED, that it is prudent and in the best interests of the Corporation and its shareholder for the Corporation to enter into the Agreement and Plan of Merger, dated as of November 20, 2001 (the "Merger Agreement"), among WellPoint Health Networks Inc., a Delaware corporation, CareFirst, Inc., a Maryland corporation ("CareFirst"), and the Corporation, substantially in the form presented to this board, pursuant to which, among other things, the Corporation will merge with and into CareFirst (the "Merger") and, in accordance with the terms and conditions of the Merger Agreement, then outstanding shares of capital stock of CareFirst (the "CareFirst Common Stock") will be converted into the right to receive the Purchase Price (as defined in the Merger Agreement); and that the Merger Agreement and the transactions contemplated thereby be, and each of them hereby is, in all respects authorized and approved; and that the appropriate officers of the corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Merger Agreement with such changes therein and additions or amendments thereto, with any and all ancillary documents, in such form as the officer or officers executing the Merger Agreement or such ancillary documents shall approve, such officers' execution thereof to be conclusive evidence of such approval; and further

RESOLVED, that the Agreements and the transactions contemplated by the Merger Agreement, including the Merger, are fair to and in the best interests of the Corporation and its stockholder, and further

RESOLVED, that the proposed merger is hereby declared advisable on substantially the terms and conditions set forth or referred to in these Resolutions, and further

RESOLVED, that the aforesaid transactions be submitted for consideration by the sole stockholder of the Corporation at a special meeting of the stockholder or by written consent of the sole stockholder, and further

RESOLVED, that the officers of and counsel for the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and file all such applications and any and all certificates, documents, declarations, letters and other instruments with all appropriate Federal, state, foreign or other governmental authority necessary, appropriate or desirable for approval of the transactions contemplated by the Agreements, including the Merger, with full power and authority by such officers and counsel to take any and all such action as may be necessary or advisable in their judgment to obtain such approvals; and further

RESOLVED, that, if the conditions set forth in the Merger Agreement shall have been fulfilled or waived the executive officers of the Corporation be, and each of them hereby is, authorized to consummate the Merger in accordance with the Merger Agreement, and in connection therewith, to execute and file all documents and instruments in the name of the Corporation (under corporate seal or otherwise), as they shall deem necessary or desirable, including without limitation, the filing of Articles of Merger or other appropriate documents in accordance with the relevant provisions of applicable law, in order to effectuate the Merger pursuant to the Merger Agreement; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take, or cause to be taken, all actions, to make, or cause to be made, all filings and deeds, and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise and to pay all charges, fees, taxes and other expenses, from time to time as each such officer may deem necessary, desirable or appropriate to provide for the consummation of the transactions contemplated by the Merger Agreement and to effectuate and accomplish the purpose and intent of the foregoing resolutions, and the actions heretofore taken and to be taken by any officer in that connection are hereby ratified, confirmed and approved in all respects, and further

RESOLVED, that, for purposes of carrying out the foregoing resolutions, any person authorized to execute any document or take or cause to be taken any action on behalf of the Corporation is authorized to grant, execute and deliver a power of attorney, individually or in the name and on behalf of the Corporation, to any other person, whether or not an employee of the Corporation, as the person executing the power of attorney may deem appropriate, and any action taken by any such duly authorized person pursuant to and within the scope of any such power of attorney is hereby ratified and confirmed as the act and deed of the Corporation; and further

RESOLVED, that the Secretary and the Assistant Secretary of the Corporation be, and each of them hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Secretary or Assistant Secretary, a true copy of the foregoing resolution.

November 19, 2001

Leonard D. Schaeffer, Director

Thomas C. Geiser, Director